

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION**

**In re NATIONAL CITY CORPORATION  
SECURITIES, DERIVATIVE & ERISA  
LITIGATION**

**This document is applicable to:**  
***Reagan v. National City Corp., et al***

) **MDL No.: 2003**

) **Case No.: 1:08-nc-70015**

) **JUDGE SOLOMON OLIVER, JR.**

**DEFENDANTS' MOTION TO DISMISS**

Defendants move pursuant to Federal Rule of Civil Procedure 12(b)(6) to dismiss the complaint. As set forth in the attached memorandum of law, this Motion should be granted because: (1) the complaint identifies no statement of material fact that was false or misleading at the time the statement was made; (2) the complaint does not allege an actionable omission, because it does not point to any representation that was rendered misleading by something not said (and as such, absent any duty to disclose, there can be no viable claim for omission); and (3) having failed to allege primary liability under Section 11, there can be no control-person liability under Section 15. In addition, Defendants request that the Court dismiss all claims against defendant David Zoeller because he merely signed the Registration Statement as an attorney-in-fact on behalf of the Company's officers and directors.

This Motion is supported by the accompanying memorandum of law and the Declaration of Geoffrey J. Ritts.

Dated: November 9, 2009

Respectfully submitted,

s/ Geoffrey J. Ritts

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**CERTIFICATE OF SERVICE**

I hereby certify that on November 9, 2009, a copy of the foregoing Defendants' Motion to Dismiss, with attached Memorandum in Support of Defendants' Motion to Dismiss, Declaration of Geoffrey J. Ritts in Support of Defendants' Motion to Dismiss and accompanying exhibits, was filed electronically. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt. Parties may access this filing through the Court's system.

s/ Geoffrey J. Ritts

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